

# EXHIBIT E

SENT BY: RUE21, INC.;

7247769781 ;

DEC-17-03 2:50PM;

PAGE 1/1

rue21

Corporate Office  
155 Thorn Hill Road  
Warrendale, PA 15086  
724.776.9780  
Fax 724.776.4111

**VENDOR COMPLIANCE AGREEMENT**

Vendor agrees that it will comply with all Vendor Guidelines and purchase orders as may be amended by rue21.

Vendor agrees to indemnify and hold rue21 harmless from any and all claims, damages, penalties, lawsuits, and attorney fees asserted against rue21 for vendor's failure to adhere to these guidelines as may be amended.

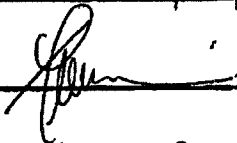
rue21 reserves the right to terminate any or all of its contracts with vendor, should vendor fail to comply with any of the enclosed guidelines.

rue21 reserves the right from time to time to add, modify, or amend any of the terms or conditions set forth in the vendor guidelines. All notices will be sent to vendors in writing within a reasonable time frame.

Vendor agrees that all merchandise which rue21 purchases from the vendor will be manufactured in accordance with the requirements of all applicable Federal and State laws, including the Fair Labor Standards Act. Vendor also agrees that all merchandise which rue21 purchases will be manufactured in accordance and in compliance of all US Customs regulations and the Federal Trade Commission including but not limited to all laws enacted to protect workers of the respective country of origin, country of origin labeling, product labeling, and fabric / product testing.

VENTURE POLYGON

Company Name



Authorized Vendor Signature

DIRECTOR

Title

Please list parent company and all subsidiaries / divisions

Please sign and return this page to :  
rue21  
Attn: Vendor Relations Dept.  
155 Thorn Hill Road  
Warrendale, PA 15086  
or Fax to 724-776-9781